

EXHIBIT 1

Proposed Order

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re:

BIG LOTS, INC., *et al.*,

Debtors.¹

Chapter 11

Case No. 24-11967 (JKS)

(Jointly Administered)

Ref. Docket No. ____

**ORDER ENFORCING THE SALE ORDER AND COMPELLING
PERFORMANCE BY DEBTORS UNDER ASSET PURCHASE AGREEMENT**

Upon the motion (“Motion”)² of Gateway BL Acquisition, LLC (“Gateway”), seeking entry of an order (“Order”) enforcing the Sale Order and compelling the Debtors to pay the Break-Up Fee, all as more fully set forth in the Motion; and the Court having jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334, the February 29, 2012 *Amended Standing Order of Reference*, paragraph 81 of the Sale Order, section 13.09(b) of the APA, and the Court’s jurisdiction to interpret and enforce its own orders; and this Court having found that venue of this proceeding and the Motion in this district is proper pursuant to 28 U.S.C. §§ 1408 and 1409; and this Court having found that Gateway’s notice of the Motion was appropriate under the circumstances and no other notice need be provided; and this Court having reviewed the Motion

¹ The debtors and debtors in possession in these chapter 11 cases, along with the last four digits of their respective employer identification numbers, are as follows: Great Basin, LLC (6158); Big Lots, Inc. (9097); Big Lots Management, LLC (7948); Consolidated Property Holdings, LLC (0984); Broyhill LLC (7868); Big Lots Stores - PNS, LLC (5262); Big Lots Stores, LLC (6811); BLBO Tenant, LLC (0552); Big Lots Stores - CSR, LLC (6182); CSC Distribution LLC (8785); Closeout Distribution, LLC (0309); Durant DC, LLC (2033); AVDC, LLC (3400); GAFDC LLC (8673); PAFDC LLC (2377); WAFDC, LLC (6163); INFDC, LLC (2820); Big Lots eCommerce LLC (9612); and Big Lots F&S, LLC (3277). The address of the debtors’ corporate headquarters is 4900 E. Dublin Granville Road, Columbus, OH 43081.

² Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Motion.

and having heard the statements in support of the relief requested therein at a hearing before this Court; and this Court having determined that the legal and factual bases set forth in the Motion establish just cause for the relief granted herein; and upon all of the proceedings had before the Court and after due deliberation and sufficient cause appearing therefor **IT IS HEREBY ORDERED THAT:**

1. The Motion is granted.
2. The Debtors shall immediately perform all of their obligations under the APA and the Sale Order.
3. Within one (1) business day of entry of this Order, the Debtors shall wire the \$7.5 million Break-Up Fee to Gateway.
4. Notwithstanding Bankruptcy Rule 6004, the terms and conditions of this Order shall be immediately effective and enforceable upon its entry.
5. The Court shall retain jurisdiction with respect to all matters arising from or in relation to the interpretation and implementation of this Order.